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READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by OMB 3060-0589 Page No 1 of 2

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Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

	1
In the Matter of Joint Application)
Krush Communications, LLC, Assignor,) WC Docket No
and))
Aggregato (USA) Inc., Assignee) TTC-T/C-2013)
For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, and Sections 63.04 and 63.24 of the Commission's Rules to Complete an Assignment of Assets of an Authorized Domestic and International Section 214 Carrier	,))))

JOINT APPLICATION - STREAMLINED PROCESSING REQUESTED

I. INTRODUCTION

Krush Communications, LLC ("Krush" or "Assignor") and Aggregato (USA) Inc., ("Aggregato USA" or "Assignee") (collectively the "Applicants"), by undersigned counsel, pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), and Sections 63.03, 63.04, and 63.24 of the Federal Communications Commission's ("Commission") Rules, hereby request Commission approval to assign to Aggregato USA all of the assets of Krush that are related to Krush's business as a prepaid telecommunications service provider, including Krush's Section 214 authorizations. Under Section 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application for the transfer of assets and Section 214 authorizations of Krush to Aggregato USA. Streamlined processing is requested pursuant to sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.12.

In support of this Application, Applicants provide the following information:

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.03, 63.04, 63.24.

II. APPLICANTS

Krush is a privately held telecommunications company that provides long distance service on a prepaid basis. Krush is registered to provide interstate telecommunications services³ and was granted international Section 214 authority in File No. ITC-214-20071106-00455 on November 29, 2007. In addition, Krush holds blanket domestic Section 214 authority. Krush is authorized to provide prepaid telecom services in 3 states. Krush primarily provides prepaid calling card services and does not provide local exchange service in any U.S. markets. Krush currently provides international and domestic long distance services. Krush's headquarters is located at 1064 East Brandon Boulevard, Brandon, Florida 33511. Krush is owned by Tom Quigley, Brian Rudolph, Rick Estrada and Tim Turi, all United States citizens. Krush has no foreign ownership.

Aggregato USA is a recently formed Delaware corporation that intends to provide domestic and international long distance telecommunications services on a prepaid basis through its acquisition of Krush. Aggregato USA's headquarters is 1064 East Brandon Boulevard, Brandon, Florida 33511. Aggregato USA is not registered to provide interstate telecommunications. Aggregato USA is a wholly-owned subsidiary of Aggregato Global Limited ("Aggregato Global"). Aggregato Global is owned by AGMO Holdings Pty Limited ("AGMO Holdings") and M2 Telecommunications Group Limited ("M2 Telecommunications"). AGMO Holdings is a privately held company owned by Ilario Faenza, Allan Ghiassi, Alan Barakat and Keith Wilson. M2 Telecommunications, Australia's fourth largest telecommunications company, is a publicly held company listed on the Australian Stock Exchange. None of M2 Telecommunications' shareholders hold an ownership and/or voting interest of 10% or more in M2 Telecommunications.

III. PUBLIC INTEREST STATEMENT

A. Aggregato's acquisition of Krush will serve the public interest by bringing a strong, well funded and well-regarded company to enhance Krush's financial strength, brand recognition,

³ FCC Filer ID 826853.

and reputation. Aggregato will continue to provide the same diverse range of high-quality communications services to Krush's customers.

B. Further, the transaction does not present any anti-competitive issues. The manner of the transaction is such that it will be virtually transparent to Krush's customers. The assignment of Krush will not result in a change of carrier for customers. Moreover, as evidenced by this application's eligibility for streamlined processing, transactions such as these do not raise anticompetitive concerns for the Commission.⁴ In any event, the markets in which Krush provides service are highly competitive, with numerous facilities-based and non-facilities-based competitors. Following the assignment to Aggregato, Krush will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. Furthermore, the assignment will not have a negative impact on competition. No existing or potential competitors will be eliminated as a result of the transaction. Instead, Krush's ability to compete in existing and new telecommunications markets will be bolstered due in part to Aggregato's financial resources. The transaction thereby preserves and enhances competition, thus furthering the Commission's policies favoring increased competition and greater diversity and quality of services

IV. REQUEST FOR STREAMLINED TREATMENT

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.12. This Application is eligible for streamlined treatment under Section 63.03(b)(2)(ii) because (1) both before and after completion of the proposed transaction, Assignee and its Affiliates (as that term is defined in Section 3(1) of the Act, 47 U.S.C. §153(1)) ("Affiliates") will have a market share in the interstate, interexchange market of substantially less than 10%; and (2) none of the Applicants or their affiliates is dominant with respect to any service in the United States.

⁴ Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations, Report and Order, 17 FCC Rcd. 5517, ¶ 30 (2002).

With respect to international Section 214 authority, this Application is eligible for streamlined

treatment pursuant to Section 63.12 because the Applicants (1) are not affiliated with any dominant

U.S. carrier whose international switched or private line services the Applicants seek authority to

resell; and (2) do not seek authority to provide switched basic services over private lines to a

country for which the Commission has not previously authorized the provision of switched services

over private lines.

Additional information regarding the transaction, and responses required by Sections 63.24

and 63.04 that are not already contained in the FCC Form 214TC are set forth in Attachments 1

(international 214) and 2 (domestic 214) to this Application.

CONCLUSION

For the reasons stated above, the Applicants respectfully submit that the public interest,

convenience, and necessity would be furthered by a grant of this Application as described herein.

Respectfully submitted,

Jonathar S/Marashlian

Jane L. Wagner

Joanna G. Wallace

Marashlian & Donahue, LLC

1420 Spring Hill Road, Suite 401

McLean, Virginia 22102

Telephone: (703) 714-1313 Facsimile: (703) 714-1330

Email: ism@commlawgroup.com

Counsel for Applicants

Dated: October 23, 2013

ATTACHMENT 11

INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a)-(d) and (h)-(p) in support of this Application:

Rule 63.18(a)-(b): The name, address, and telephone number of each applicant, and the Government, State, or Territory under the laws of which each corporate or partnership applicant is organized.

Assignor:

Krush Communications, LLC 1064 East Brandon Boulevard Brandon, Florida 33511 State of Organization: Florida

Assignee:

Aggregato (USA), Inc. 1064 East Brandon Boulevard Brandon, Florida 33511 State of Incorporation: Delaware

Rule 63.18(c)-(d) (Answer to Question 10):

Rule 63.18(c): The names, titles, addresses, phone numbers, fax numbers, and e-mail addresses of the officers and other contact points to whom correspondence concerning this application is to be addressed are as follows:

Assignor:

Mr. Tom Quigley Managing Member 1064 East Brandon Boulevard Brandon, Florida 33511 Tel: (813) 662-5975 Fax: (813) 622-5727

Email: tom@krushcom.com

With a copy to:

Jonathan S. Marashlian, Esq. Marashlian & Donahue, LLC 1420 Spring Hill Road, Suite 401 McLean, Virginia 22102

¹ Unless otherwise noted, the meaning of each capitalized term is as defined in the Joint Application.

Tel: (703) 714-1313 Fax: (703) 714-1330

Email: jsm@commlawgroup.com

Assignee:

Mr. Brian Rudolph Director Aggregato (USA) Inc. 1064 East Brandon Boulevard Brandon, Florida 33511 Tel: (813) 662-5975

Tel: (813) 662-59/5 Fax: (813) 662-5727

Email: Brian@krushcom.com

With a copy to:

Jonathan S. Marashlian, Esq. Marashlian & Donahue, LLC 1420 Spring Hill Road, Suite 401 McLean, Virginia 22102

Tel: (703) 714-1313 Fax: (703) 714-1330

Email: jsm@commlawgroup.com

Rule 63.18(d): Authority Held by Applicants:

Krush holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-20071106-00455 on November 29, 2007.

Aggregato USA does not hold blanket domestic or international Section 214 authority.

Rule 63.18 (e) through (g):

Not applicable.

Rule 63.18(h) Ownership Information (*Answer to Question 11 & 12*): The following are the names, addresses, citizenship, and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the Applicants.

Pre-Transaction Ownership of Krush

1) The following individual owns or controls 10% or more of Krush:

Name: Tom Quigley

Address: 1064 East Brandon Boulevard

Brandon, FL 33511

Citizenship: United States

Principal Business: Telecommunications

Percent Ownership: 41.5%

Name: Brian Rudolph

Address: 1064 East Brandon Boulevard

Brandon, FL 33511

Citizenship: United States

Principal Business: Telecommunications

Percent Ownership: 41.5%

Name: Richard Estrada

Address: 1064 East Brandon Boulevard

Brandon, FL 33511

Citizenship: United States

Principal Business: Telecommunications

Percent Ownership: 10.0%

Other than the interest in Krush, the individuals listed above do not hold an attributable interest in any entity that provides telecommunications services.

Pre-and Post-Transaction Ownership of Aggregato USA

1) The following entity owns or controls 10% or more of Aggregato USA:

Name: Aggregato Global Limited Address: Level 10, 75 Miller Street North Sydney, NSW 2060, Australia

Citizenship: Australia

Principal Business: Telecommunications

Percent Ownership: 100%

2) The following entities and individuals own or control 25% or more of Aggregato Global Limited (and indirectly own or control 10% or more of Aggregato USA):

Name: AGMO Holdings Pty Limited Address: Level 11, 117 Clarence Street

Sydney, NSW 2000, Australia

Citizenship: Australia

Principal Business: Telecommunications

Percent Ownership: 68%

Name: M2 Telecommunications Group Limited

Address: Level 10, 452 Flinders Street

Melbourne, VIC 3000, Australia

Citizenship: Australia

Principal Business: Telecommunications

Percent Ownership: 32%

3) The following individuals have an ownership interest in AGMO Holdings Pty Limited:

Name: Ilario Faenza

Address: Level 11, 117 Clarence Street

Sydney, NSW 2000, Australia

Citizenship: Australia

Principal Business: Telecommunications

Percent Ownership: 25.5%

Name: Allan Ghiassi

Address: Level 11, 117 Clarence Street

Sydney, NSW 2000, Australia

Citizenship: Australia

Principal Business: Telecommunications

Percent Ownership: 30%

Name: Alan Barakat

Address: Level 11, 117 Clarence Street

Sydney, NSW 2000, Australia

Citizenship: Australia

Principal Business: Telecommunications

Percent Ownership: 20%

Name: Keith Wilson

Address: Level 11, 117 Clarence Street

Sydney, NSW 2000, Australia

Citizenship: Australia

Principal Business: Telecommunications

Percent Ownership: 24.5%

Other than the interest in AGMO Holdings Pty Limited, these individuals do not hold an attributable interest in an entity that provides telecommunications services.

M2 Telecommunications Group Limited, Australia's fourth largest telecommunications company, is a publicly held company listed on the Australian Stock Exchange. M2 Telecommunications Group Limited does not hold any authorizations issued by the FCC.

Applicants do not have any interlocking directorates with a foreign carrier.

Answer to Question 13

On September 1, 2013, Aggregato USA acquired all of the assets of Krush, including Krush's licenses, authorizations, customer accounts and receivables, customer and vendor contracts and agreements, equipment, and intellectual property. The parties have filed the instant application to approve the assignment of assets from Krush to Aggregato USA.

The transaction will have no adverse impact on Krush's existing customers. The assignment of Krush's assets will involve no disruption or impairment of services to customers, the facilities used to provide such services, or the rates, terms, and conditions of such services. All existing contracts and procedures of Krush will remain in place after the transaction. Furthermore, Krush's current management team will remain intact and will continue to manage day-to-day operations through Aggregato USA. Accordingly, this transaction will be transparent to the customers of Krush.

Applicants' failure to obtain Commission approval for the transfer of assets to Aggregato USA was inadvertent. Applicants were not aware of their obligation under the Communications Act and the Commission's rules to obtain approval for the transaction until consulting with counsel, and very much regret any inconvenience this filing may cause the Commission or its staff. Again, given the

nature of the transaction as outlined above, Krush's current customers will not be affected by the acquisition. By a separate filing, Applicants are requesting Special Temporary Authority ("STA") to allow Aggregato USA to continue providing service to customers while the Commission considers this Application.

Rule 63.18 (i)(Answer to Question 14):

As evidenced by the signature of its authorized representative to this filing, Aggregato USA certifies that it is affiliated with foreign carriers as follows:

Foreign Carrier

Country

M2 Telecommunications Group Limited

Australia

Rule 63.18 (j) (Answer to Question 15)

Aggregato USA certifies that it seeks to provide international telecommunications services to Australia, identified in response to Question 14. M2 Telecommunications Group Limited, a foreign carrier in Australia owns 32% of Aggregato USA's parent company Aggregato Global Limited.

Rule 63.18 (k):

Not applicable.

Rule 63.18 (I):

Not applicable.

Rule 63.18 (m) (Answer to Question 16)

For purposes of this application, Applicants submit that, Aggregato USA qualifies for a presumption of non-dominance for the route where it has foreign carrier affiliations under Section 63.10(a)(3) of the Commission Rules, 47 C.F.R. § 63.10(a)(3), as M2 Telecommunications Group Limited, the carrier listed in response to Question 14 lacks a 50% market share in the international transport and local access markets on the foreign end of the route to Australia. With respect to all other routes, Aggregato USA will have no foreign carrier affiliates.

Rule 63.18 (n):

Aggregato USA certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

Rule 63.18 (o):

Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

Rule 63.18 (p) (Answer to Question 20):

This Application qualifies for streamlined processing pursuant to Section 63.12 because the Applicants are not affiliated with any dominant U.S. carriers whose international switched or private line services the Applicants seek authority to resell; and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Accordingly, this application should be granted, pursuant to Section 63.12(a), 14 days after the date of public notice listing this international Section 214 Application as accepted for filing.

ATTACHMENT 21

Domestic Section 214 Assignment Application

Pursuant to Section 63.04(b), of the Commission's rules, 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their Application to assign Krush's domestic Section 214 authorization to ACL, and address the requirements set forth in Sections 63.04(a)(6)-(12):

6. Description of the Transaction:

A description of the transaction is set forth in Attachment 1, Answer to Question 13.

7. Description of the geographic areas in which the assignor and assignee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Krush offers long distance service on a prepaid basis. Krush is authorized to provide resold interexchange telecommunications services in California, Florida and Illinois.

Aggregato USA intends on offering the same nationwide long distance service on a prepaid basis.

Applicants are not local exchange carriers in any U.S. markets.

8. Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63:03 or why it is otherwise appropriate for streamlined treatment:

This Application is eligible for streamlined treatment under Section 63.03(b)(2)(ii) because (1) both before and after completion of the proposed transaction, Assignee and its Affiliates (as that term is defined in Section 3(1) of the Act, 47 U.S.C. § 153(1)) will have a market share in the interstate, interexchange market of substantially less than 10 percent; (2) Assignee (and its affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and none of the Applicants or their Affiliates are dominant with respect to the service it provides or will provide.

9. Identification of all other Commission applications related to the same transaction:

By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations.

Concurrent with this Application, Applicants are also filing a separate STA with the Wireline Competition Bureau for authorization of this transaction while this Application is being considered. An STA for international service is also being submitted to the International Bureau.

¹ Unless otherwise noted, the meaning of each capitalized term is as defined in the Joint Application.

10. Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

The Applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

11. Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waiver requests are being sought in conjunction with the transaction.

12. Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The transaction as described herein will serve the public interest. The transaction will have no adverse impact on Krush's existing customers. The assignment of Krush's assets will involve no disruption or impairment of services to customers, the facilities used to provide such services, or the rates, terms, and conditions of such services. All existing contracts and procedures of Krush will remain in place after the transaction. Aggregato USA will continue to provide service under the same rates, terms, and conditions and do business as Krush Communications, LLC. Furthermore, Krush's current management team will remain intact and will continue to manage day-to-day operations through Aggregato USA. Accordingly, this transaction will be transparent to the customers of Krush.

The Applicants regret that they did not seek prior approval for the acquisition of assets by Aggregato USA from the Commission, and have instituted additional compliance procedures and other safeguards to ensure that such an oversight is not repeated in the future.

CERTIFICATION.

I, Brian Rudolph, hereby certify that I am the Director of Aggregato (USA) Inc.; that I am authorized to make this certification on behalf of Aggregato (USA) Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Aggregato (USA) Inc. are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 17th day of October, 2013.

Brian Rudolph

Aggregato (USA) Inc.

CERTIFICATION

I, Tom Quigley, hereby certify that I am the Managing Member of Krush Communications, LLC and am authorized to make this certification on behalf of Krush Communications, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Krush Communications, LLC are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 17th day, October, 2013.

Tom Quigley
Krush Communications